

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

May 26, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) executed copies of each of the following documents: Eleventh Amendment to Security Agreement-Trust Deed, dated as of May 25, 1995, and two separate Bills of Sale and two separate Assignment and Assumption Agreements, dated May 26, 1995, all being secondary documents as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Security Agreement-Trust Deed duly filed with the Commission under Recordation Number 19111.

The names and addresses of the parties to the enclosed documents are:

Eleventh Amendment

Debtor: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Secured Party: Internationale Nederlanden (U.S.)
Capital Corporation
135 East 57th Street
New York, New York 10022-2101

A description of the railroad equipment being ADDED to the Security Agreement is: 134 railcars set forth in Annex A attached to the Eleventh Amendment, with the Leases related thereto set forth in Annex B attached to the Eleventh Amendment.

Counterparts - 9/27/95

19111-M, P, O, PB, Q, Q

MAY 4 1995

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The 288 railcars being DELETED from the Security Agreement are set forth in Annex X attached to the Eleventh Amendment, and the Leases related thereto are set forth in Annex Y attached to the Eleventh Amendment.

With respect to the 134 railcars being added to the Security Agreement, the parties are as follows:

Bill of Sale

Transferor: ACF Industries, Incorporated
2201 Rider Trail
Earth City, Missouri 63045-1383

Transferee: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Assignment and Assumption Agreement

Assignor: ACF Industries, Incorporated
2201 Rider Trail
Earth City, Missouri 63045-1383

Assignee: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

With respect to the 288 railcars being deleted from the Security Agreement, the parties are as follows:

Bill of Sale

Transferor: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Transferee: ACF Industries, Incorporated
2201 Rider Trail South
Earth City, Missouri 63045-1383

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Assignment and Assumption Agreement

Assignor: AKF Corp.
Bank of America Plaza
300 South 4th Street, Suite 1100
Las Vegas, Nevada 89101

Assignee: ACF Industries, Incorporated
2201 Rider Trail South
Earth City, Missouri 63045-1383

Also enclosed is a check in the amount of \$105.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of each of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

1911-1111

[Execution Copy]

REC-24 1995 1 34 PM
FBI - NEW YORK

ELEVENTH AMENDMENT
TO
SECURITY AGREEMENT - TRUST DEED,

dated as of May 25, 1995

between

AKF CORP.

and

INTERNATIONALE NEDERLANDEN (U.S.) CAPITAL CORPORATION

ELEVENTH AMENDMENT
TO
SECURITY AGREEMENT - TRUST DEED

THIS ELEVENTH AMENDMENT TO SECURITY AGREEMENT - TRUST DEED, dated as of May 25, 1995 (this "Amendment"), is made between AKF Corp., a Delaware corporation (the "Debtor"), and INTERNATIONALE NEDERLANDEN (U.S.) CAPITAL CORPORATION (the "Secured Party").

W I T N E S S E T H:

WHEREAS, the Debtor and the Secured Party have heretofore entered into a certain Security Agreement - Trust Deed, dated as of December 21, 1994 (as amended prior hereto, the "Security Agreement"); and

WHEREAS, the Debtor and the Secured Party have agreed, subject to the conditions and terms hereinafter set forth, to amend the Security Agreement in certain respects as herein provided;

NOW, THEREFORE, the parties hereto agree as follows:

ARTICLE I

DEFINITIONS

SECTION 1.1. Use of Defined Terms. Unless otherwise defined or the context otherwise requires, terms for which meanings are provided in the Security Agreement shall have such meanings when used in this Amendment.

ARTICLE II

AMENDMENTS

SECTION 2.1. Amendments to Annex A to Security Agreement. Effective as of the date hereof, Annex A to the Security Agreement is hereby amended and supplemented by the (i) addition of the Cars listed on Annex A hereto, and (ii) deletion of the Cars listed on Annex X hereto. Each reference to Annex A in the Security Agreement shall be deemed to refer to such Annex as

amended by Annex A and Annex X hereto. The representations, warranties, covenants and agreements contained in the Security Agreement (together with the remedies contained in the Security Agreement) shall, as of the date hereof, apply to the Cars listed on Annex A hereto to the same extent and with the same force and effect as if such Cars had been specifically described and referred to in the Security Agreement.

SECTION 2.2. Amendments to Annex B to Security Agreement. Effective as of the date hereof, Annex B to the Security Agreement is hereby amended and supplemented by the (i) addition of the Equipment Leases listed on Annex B hereto, and (ii) deletion of the Equipment Leases listed on Annex Y hereto. Each reference to Annex B in the Security Agreement shall be deemed to refer to such Annex as amended by Annex B and Annex Y hereto. The representations, warranties, covenants and agreements contained in the Security Agreement (together with the remedies contained in the Security Agreement) shall, as of the date hereof, apply to the Equipment Leases listed on Annex B hereto to the same extent and with the same force and effect as if such Equipment Leases had been specifically described and referred to in the Security Agreement.

ARTICLE III

REAFFIRMATION OF SECURITY INTEREST

SECTION 3.1. Reaffirmation. The Debtor, in consideration of the premises and of the sum of Ten Dollars received by the Debtor from the Secured Party and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, and in order to secure the prompt payment in full and when due (whether at stated maturity, by acceleration or mandatory prepayment or otherwise) of the Secured Obligations, has granted, and does hereby grant, to the Secured Party and its successors and assigns, a lien on and the security interest in all of the Debtor's right, title and interest in, to and under the Collateral.

ARTICLE IV

REPRESENTATIONS AND WARRANTIES

In order to induce the Secured Party to enter into this Amendment, the Debtor represents and warrants unto the Secured Party as set forth in this Article IV.

SECTION 4.1. Due Authorization, Non-Contravention, etc. The execution, delivery and performance by the Debtor of this

Amendment are within the Debtor's corporate powers, have been duly authorized by all necessary corporate action, and do not

(a) contravene the Debtor's certificate of incorporation or by-laws; or

(b) contravene any contractual restriction, law or governmental regulation or court decree or order binding on or affecting the Debtor.

SECTION 4.2. Government Approval, Regulation, etc. No authorization or approval or other action by, and no notice to or filing with, any governmental authority or regulatory body or other person or entity is required for the due execution, delivery or performance by the Debtor of this Amendment.

SECTION 4.3. Validity, etc. This Amendment constitutes the legal, valid and binding obligation of the Debtor enforceable against it in accordance with its terms.

ARTICLE V

MISCELLANEOUS PROVISIONS

SECTION 5.1. Ratification of and References to the Security Agreement. This Amendment shall be deemed to be an amendment to the Security Agreement, and the Security Agreement, as amended hereby, is hereby ratified, approved and confirmed in each and every respect. All references to the Security Agreement in any other document, instrument, agreement or writing shall hereafter be deemed to refer to the Security Agreement as amended hereby.

SECTION 5.2. Headings. The various headings of this Amendment are inserted for convenience only and shall not affect the meaning or interpretation of this Amendment or any provisions hereof.

SECTION 5.3. Execution in Counterparts. This Amendment may be executed by the parties hereto in several counterparts, each of which shall be deemed to be an original and all of which shall constitute together but one and the same agreement.

SECTION 5.4. Governing Law. **THIS AMENDMENT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK APPLICABLE TO CONTRACTS MADE AND TO BE PERFORMED IN SUCH STATE; AND THE SECURED PARTY SHALL BE ENTITLED TO THE BENEFITS OF THE RECORDING SYSTEM CONFERRED BY 49 U.S.C. SECTION 11303 AND SUCH ADDITIONAL RIGHTS, ARISING OUT OF THE FILING OR RECORDING WITH RESPECT THERETO.**

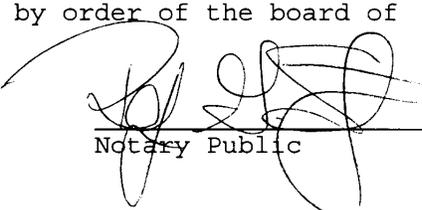
IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized.

AKF CORP

By 
Name: Robert J. Mitchell
Title: President

State of New York)
) ss:
County of New York)

On this 23rd day of May, 1995, before me personally came Robert J. Mitchell, to me known, who being by me duly sworn, did depose and say that he resides at Woodbury, New York, that he is the President of AKF Corp., the corporation described in and which executed the foregoing instrument, and that he signed his name thereto on the date hereof by order of the board of directors of said corporation.


Notary Public

ROBYN G. STEINBERG
Notary Public, State of New York
No. 01ST5026264
Qualified in New York County
Commission Expires April 18, 1996

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized.

INTERNATIONALE NEDERLANDEN
(U.S.) CAPITAL CORPORATION

By 
Name: EVAN BINDER
Title: MANAGING DIRECTOR

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 24TH day of May, 1995, before me personally came EVAN BINDER, to me known, who being by me duly sworn, did depose and say that he resides at 34 MARTINDALE AVENUE, SHORT HILLS, NEW JERSEY 07078, that he is MANAGING DIRECTOR of Internationale Nederlanden (U.S.) Capital Corporation, the corporation described in and which executed the foregoing instrument, and that he signed his name thereto on the date hereof by order of the board of directors of said corporation.



Notary Public

DAVID CHOI
Notary Public, State of New York
No: 41-5027218
Qualified in Queens County
Commission Expires May 2, 1996

ANNEX A

ACFX	69639	ACFX	69844	ACFX	95812
ACFX	69779	ACFX	69845	ACFX	95813
ACFX	69780	ACFX	69846	ACFX	95814
ACFX	69781	ACFX	69847	ACFX	95815
ACFX	69783	ACFX	69848	ACFX	95816
ACFX	69785	ACFX	69849	ACFX	95817
ACFX	69787	ACFX	69850	ACFX	95818
ACFX	69788	ACFX	69851	ACFX	95819
ACFX	69790	ACFX	69852	ACFX	95821
ACFX	69792	ACFX	69853	ACFX	95822
ACFX	69793	ACFX	69854	ACFX	95823
ACFX	69795	ACFX	69855	ACFX	95824
ACFX	69796	ACFX	69856	ACFX	95825
ACFX	69798	ACFX	69857	ACFX	95826
ACFX	69800	ACFX	69858	ACFX	95827
ACFX	69801	ACFX	69859	ACFX	95828
ACFX	69803	ACFX	95702	ACFX	95829
ACFX	69804	ACFX	95784	ACFX	95830
ACFX	69807	ACFX	95785	ACFX	95831
ACFX	69808	ACFX	95786	ACFX	95832
ACFX	69810	ACFX	95787	ACFX	95833
ACFX	69812	ACFX	95788	ACFX	95835
ACFX	69813	ACFX	95789	ACFX	95837
ACFX	69814	ACFX	95790	ACFX	95838
ACFX	69815	ACFX	95791	ACFX	95840
ACFX	69818	ACFX	95792	ACFX	95841
ACFX	69819	ACFX	95793	ACFX	95843
ACFX	69822	ACFX	95794	ACFX	95844
ACFX	69824	ACFX	95795	ACFX	95891
ACFX	69825	ACFX	95796	ACFX	95892
ACFX	69828	ACFX	95797	ACFX	95893
ACFX	69829	ACFX	95798	ACFX	95894
ACFX	69830	ACFX	95799	ACFX	95895
ACFX	69832	ACFX	95800	ACFX	95896
ACFX	69833	ACFX	95801	ACFX	95897
ACFX	69834	ACFX	95802	ACFX	95898
ACFX	69835	ACFX	95803	ACFX	95899
ACFX	69836	ACFX	95804	ACFX	95900
ACFX	69837	ACFX	95805	ACFX	95901
ACFX	69838	ACFX	95806	ACFX	95902
ACFX	69839	ACFX	95807	ACFX	95903
ACFX	69840	ACFX	95808	ACFX	95904
ACFX	69841	ACFX	95809	ACFX	95905
ACFX	69842	ACFX	95810	ACFX	95934
ACFX	69843	ACFX	95811		

134 Cars

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
5AG	PROCESSING, INC	56650022	ACFX 95784	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95785	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95786	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95787	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95788	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95789	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95790	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95791	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95792	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95793	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95794	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95795	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95796	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95797	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95798	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95799	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95800	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95801	T	1995	04/01/95	03/31/2002	
		56650022	ACFX 95802	T	1995	04/01/95	03/31/2002	
5AG	PROCESSING, INC	6193	ACFX 95810	T	1995	00/00/00	00/00/00	
132	DARLING INTERNATIONAL	6193	ACFX 95811	T	1995	00/00/00	00/00/00	
		6193	ACFX 95812	T	1995	00/00/00	00/00/00	
		6193	ACFX 95813	T	1995	00/00/00	00/00/00	
		6193	ACFX 95814	T	1995	00/00/00	00/00/00	
		6193	ACFX 95815	T	1995	00/00/00	00/00/00	
		6193	ACFX 95816	T	1995	00/00/00	00/00/00	
		6193	ACFX 95817	T	1995	00/00/00	00/00/00	
		6193	ACFX 95818	T	1995	00/00/00	00/00/00	
		6193	ACFX 95819	T	1995	00/00/00	00/00/00	
		6193	ACFX 95821	T	1995	00/00/00	00/00/00	
		6193	ACFX 95822	T	1995	00/00/00	00/00/00	
		6193	ACFX 95823	T	1995	00/00/00	00/00/00	
		6193	ACFX 95824	T	1995	00/00/00	00/00/00	
		6193	ACFX 95825	T	1995	00/00/00	00/00/00	
		6193	ACFX 95826	T	1995	00/00/00	00/00/00	
		6193	ACFX 95827	T	1995	00/00/00	00/00/00	
		6193	ACFX 95828	T	1995	00/00/00	00/00/00	
		6193	ACFX 95829	T	1995	00/00/00	00/00/00	
		6193	ACFX 95830	T	1995	00/00/00	00/00/00	

ANNEX B

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	132DARLING INTERNATIONAL 153BASF CORPORATION, CHEM DIV	71140061	ACFX 95831	T	1995	00/00/00	00/00/00	31
		71140061	ACFX 95832	T	1995	00/00/00	00/00/00	
		71140061	ACFX 95833	T	1995	00/00/00	00/00/00	
		71140061	ACFX 95835	T	1995	00/00/00	00/00/00	
		71140061	ACFX 95837	T	1995	00/00/00	00/00/00	
		71140061	ACFX 95838	T	1995	00/00/00	00/00/00	
		71140061	ACFX 95840	T	1995	00/00/00	00/00/00	
		71140061	ACFX 95841	T	1995	00/00/00	00/00/00	
		71140061	ACFX 95843	T	1995	00/00/00	00/00/00	
		71140061	ACFX 95844	T	1995	00/00/00	00/00/00	
		71140061	ACFX 95934	T	1995	00/00/00	00/00/00	
		71140061	ACFX 69779	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69780	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69781	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69783	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69785	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69787	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69788	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69790	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69792	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69793	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69795	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69796	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69798	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69800	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69801	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69803	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69804	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69807	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69808	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69810	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69812	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69813	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69814	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69815	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69818	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69819	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69822	H	1995	00/00/00	00/00/00	
		71140061	ACFX 69824	H	1995	00/00/00	00/00/00	

ANNEX X

ACFX	27257	ACFX	49753	ACFX	59484
ACFX	27258	ACFX	49754	ACFX	59485
ACFX	27260	ACFX	49755	ACFX	59486
ACFX	27261	ACFX	49756	ACFX	75102
ACFX	27272	ACFX	49757	ACFX	75104
ACFX	27274	ACFX	49758	ACFX	75133
ACFX	27277	ACFX	49759	ACFX	75135
ACFX	27323	ACFX	49778	ACFX	75173
ACFX	27330	ACFX	49779	ACFX	75174
ACFX	27333	ACFX	49780	ACFX	75175
ACFX	27334	ACFX	49781	ACFX	75176
ACFX	27336	ACFX	49787	ACFX	75177
ACFX	27337	ACFX	49790	ACFX	75178
ACFX	27339	ACFX	49792	ACFX	75179
ACFX	27341	ACFX	49794	ACFX	75180
ACFX	27342	ACFX	49817	ACFX	75192
ACFX	27343	ACFX	49818	ACFX	75502
ACFX	27345	ACFX	49819	ACFX	75503
ACFX	27346	ACFX	49820	ACFX	75505
ACFX	27347	ACFX	49821	ACFX	75506
ACFX	27348	ACFX	49829	ACFX	75507
ACFX	27350	ACFX	49975	ACFX	75508
ACFX	27351	ACFX	49976	ACFX	75509
ACFX	27354	ACFX	49977	ACFX	75510
ACFX	27385	ACFX	49978	ACFX	75511
ACFX	27387	ACFX	49980	ACFX	75512
ACFX	36139	ACFX	49981	ACFX	75513
ACFX	36143	ACFX	49982	ACFX	75514
ACFX	36152	ACFX	49983	ACFX	75515
ACFX	36154	ACFX	49984	ACFX	75516
ACFX	36155	ACFX	49985	ACFX	75517
ACFX	36159	ACFX	49988	ACFX	75518
ACFX	36164	ACFX	49989	ACFX	75519
ACFX	36166	ACFX	49990	ACFX	75520
ACFX	36167	ACFX	49992	ACFX	75521
ACFX	36169	ACFX	49994	ACFX	75533
ACFX	36171	ACFX	49995	ACFX	75536
ACFX	44844	ACFX	49996	ACFX	79259
ACFX	49740	ACFX	49999	ACFX	79260
ACFX	49741	ACFX	59440	ACFX	79261
ACFX	49742	ACFX	59443	ACFX	79262
ACFX	49743	ACFX	59448	ACFX	79263
ACFX	49744	ACFX	59451	ACFX	79264
ACFX	49745	ACFX	59477	ACFX	79265
ACFX	49746	ACFX	59478	ACFX	79266
ACFX	49747	ACFX	59479	ACFX	79267
ACFX	49748	ACFX	59480	ACFX	79268
ACFX	49750	ACFX	59481	ACFX	79269
ACFX	49751	ACFX	59482	ACFX	79270
ACFX	49752	ACFX	59483	ACFX	79271

ANNEX X

ACFX	79383	ACFX	79448	ACFX	79678
ACFX	79384	ACFX	79450	ACFX	79679
ACFX	79385	ACFX	79454	ACFX	79680
ACFX	79386	ACFX	79460	ACFX	79681
ACFX	79387	ACFX	79464	ACFX	79682
ACFX	79388	ACFX	79469	ACFX	79683
ACFX	79389	ACFX	79470	ACFX	79684
ACFX	79390	ACFX	79478	ACFX	79685
ACFX	79391	ACFX	79490	ACFX	79686
ACFX	79392	ACFX	79501	ACFX	79687
ACFX	79393	ACFX	79516	ACFX	79688
ACFX	79394	ACFX	79517	ACFX	79689
ACFX	79395	ACFX	79521	ACFX	79690
ACFX	79396	ACFX	79573	ACFX	79691
ACFX	79397	ACFX	79575	ACFX	79692
ACFX	79398	ACFX	79577	ACFX	86412
ACFX	79399	ACFX	79578	ACFX	86414
ACFX	79400	ACFX	79579	ACFX	86415
ACFX	79401	ACFX	79582	ACFX	86418
ACFX	79402	ACFX	79584	ACFX	98360
ACFX	79403	ACFX	79585	ACFX	98367
ACFX	79404	ACFX	79594	ACFX	98379
ACFX	79405	ACFX	79595	ACFX	98380
ACFX	79406	ACFX	79596	ACFX	99204
ACFX	79407	ACFX	79597	ACFX	99207
ACFX	79408	ACFX	79598	ACFX	99208
ACFX	79409	ACFX	79599	ACFX	99211
ACFX	79410	ACFX	79600	ACFX	99212
ACFX	79411	ACFX	79601	ACFX	99214
ACFX	79412	ACFX	79602	ACFX	99215
ACFX	79416	ACFX	79603	ACFX	99216
ACFX	79418	ACFX	79606	ACFX	99217
ACFX	79419	ACFX	79607	ACFX	99218
ACFX	79420	ACFX	79661	ACFX	99219
ACFX	79421	ACFX	79662	ACFX	99220
ACFX	79422	ACFX	79663	ACFX	99394
ACFX	79423	ACFX	79664	ACFX	99748
ACFX	79424	ACFX	79665	ACFX	99983
ACFX	79425	ACFX	79666		
ACFX	79426	ACFX	79667		
ACFX	79427	ACFX	79668		
ACFX	79428	ACFX	79669		
ACFX	79429	ACFX	79670		
ACFX	79430	ACFX	79671		
ACFX	79431	ACFX	79672		
ACFX	79432	ACFX	79673		
ACFX	79433	ACFX	79674		
ACFX	79434	ACFX	79675		
ACFX	79435	ACFX	79676		
ACFX	79446	ACFX	79677		

288 CARS

ANNEX Y

LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
24BOLIDEN	INTERTRADE, INC.	39510004	ACFX 86414	T	1980	08/01/92	07/31/97	1
58UNION PACIFIC	RAILROAD	4641	ACFX 59443	H	1980	04/01/93	03/31/98	
		4641	ACFX 59448	H	1980	04/01/93	03/31/98	
		4641	ACFX 59451	H	1980	04/01/93	03/31/98	
		4753	ACFX 99204	H	1980	10/01/94	09/30/95	
		4753	ACFX 99207	H	1980	10/01/94	09/30/95	
		4753	ACFX 99208	H	1980	10/01/94	09/30/95	
		4753	ACFX 99211	H	1980	10/01/94	09/30/95	
		4753	ACFX 99212	H	1980	10/01/94	09/30/95	
		4753	ACFX 99215	H	1980	10/01/94	09/30/95	
		4753	ACFX 99216	H	1980	10/01/94	09/30/95	
		4753	ACFX 99217	H	1980	10/01/94	09/30/95	
		4753	ACFX 99218	H	1980	10/01/94	09/30/95	
		4753	ACFX 99219	H	1980	10/01/94	09/30/95	
		4753	ACFX 99220	H	1981	10/01/94	09/30/95	
		5937	ACFX 59440	H	1980	10/01/94	09/30/95	
58UNION PACIFIC	RAILROAD	5584	ACFX 44844	H	1980	09/01/91	08/31/96	16
77ASH GROVE CEMENT COMPANY		6033	ACFX 75104	T	1980	10/01/94	09/30/99	1
105CHEMCOMM, INC.		2143	ACFX 79661	T	1981	05/01/94	04/30/97	
105CHEMCOMM, INC.		2143	ACFX 79662	T	1981	05/01/94	04/30/97	
105CHEMCOMM, INC.		2143	ACFX 79663	T	1981	05/01/94	04/30/97	
121KOPPERS INDUSTRIES, INC.		2143	ACFX 79664	T	1981	05/01/94	04/30/97	
		2143	ACFX 79665	T	1981	05/01/94	04/30/97	
		2143	ACFX 79666	T	1981	05/01/94	04/30/97	
		2143	ACFX 79667	T	1981	05/01/94	04/30/97	
		2143	ACFX 79668	T	1981	05/01/94	04/30/97	
		2143	ACFX 79669	T	1981	05/01/94	04/30/97	
		2143	ACFX 79670	T	1981	05/01/94	04/30/97	
		2143	ACFX 79671	T	1981	05/01/94	04/30/97	
		2143	ACFX 79672	T	1981	05/01/94	04/30/97	
		2143	ACFX 79673	T	1981	05/01/94	04/30/97	
		2143	ACFX 79674	T	1981	05/01/94	04/30/97	
		2143	ACFX 79675	T	1981	05/01/94	04/30/97	
		2143	ACFX 79676	T	1981	05/01/94	04/30/97	
		2143	ACFX 79677	T	1981	05/01/94	04/30/97	

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
2143	ACFX	79678	T	1981	05/01/94	04/30/97	1	
2143	ACFX	79679	T	1981	05/01/94	04/30/97	1	
2143	ACFX	79680	T	1981	05/01/94	04/30/97	1	
2143	ACFX	79681	T	1981	05/01/94	04/30/97	1	
2143	ACFX	79682	T	1981	05/01/94	04/30/97	1	
2143	ACFX	79683	T	1981	05/01/94	04/30/97	1	
2143	ACFX	79684	T	1981	05/01/94	04/30/97	1	
2143	ACFX	79685	T	1981	05/01/94	04/30/97	1	
2143	ACFX	79686	T	1981	05/01/94	04/30/97	1	
2143	ACFX	79687	T	1981	05/01/94	04/30/97	1	
2143	ACFX	79688	T	1981	05/01/94	04/30/97	1	
2143	ACFX	79689	T	1981	05/01/94	04/30/97	1	
2143	ACFX	79690	T	1981	05/01/94	04/30/97	1	
2143	ACFX	79691	T	1981	05/01/94	04/30/97	1	
2143	ACFX	79692	T	1981	05/01/94	04/30/97	1	
2486	ACFX	75192	T	1981	09/01/91	08/31/96	32	
5971	ACFX	79454	T	1981	05/01/94	04/30/99	1	
1979	ACFX	49740	H	1981	02/01/93	01/31/98	1	
1979	ACFX	49741	H	1981	02/01/93	01/31/98	1	
1979	ACFX	49742	H	1981	02/01/93	01/31/98	1	
1979	ACFX	49743	H	1980	02/01/93	01/31/98	1	
1979	ACFX	49744	H	1980	02/01/93	01/31/98	1	
1979	ACFX	49745	H	1981	02/01/93	01/31/98	1	
1979	ACFX	49746	H	1981	02/01/93	01/31/98	1	
1979	ACFX	49747	H	1981	02/01/93	01/31/98	1	
1979	ACFX	49748	H	1980	02/01/93	01/31/98	1	
1979	ACFX	49750	H	1980	02/01/93	01/31/98	1	
1979	ACFX	49751	H	1981	02/01/93	01/31/98	1	
1979	ACFX	49752	H	1981	02/01/93	01/31/98	1	
1979	ACFX	49753	H	1980	02/01/93	01/31/98	1	
1979	ACFX	49754	H	1981	02/01/93	01/31/98	1	
1979	ACFX	49755	H	1980	02/01/93	01/31/98	1	
1979	ACFX	49756	H	1981	02/01/93	01/31/98	1	
1979	ACFX	49757	H	1981	02/01/93	01/31/98	1	
1979	ACFX	49758	H	1981	02/01/93	01/31/98	1	
1979	ACFX	49759	H	1981	02/01/93	01/31/98	1	

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
230GRAIN PROCESSING CORP		2030	ACFX 79383	T	1980	11/01/92	10/31/97	
		2030	ACFX 79384	T	1980	11/01/92	10/31/97	
		2030	ACFX 79385	T	1980	11/01/92	10/31/97	
		2030	ACFX 79386	T	1980	11/01/92	10/31/97	
		2030	ACFX 79387	T	1980	11/01/92	10/31/97	
		2030	ACFX 79388	T	1980	11/01/92	10/31/97	
		2030	ACFX 79389	T	1980	11/01/92	10/31/97	
		2030	ACFX 79390	T	1980	11/01/92	10/31/97	
		2030	ACFX 79391	T	1980	11/01/92	10/31/97	
		2030	ACFX 79392	T	1980	11/01/92	10/31/97	
		2030	ACFX 79393	T	1980	11/01/92	10/31/97	
		2030	ACFX 79394	T	1980	11/01/92	10/31/97	
		2030	ACFX 79395	T	1980	11/01/92	10/31/97	
		2030	ACFX 79396	T	1980	11/01/92	10/31/97	
		2030	ACFX 79397	T	1980	11/01/92	10/31/97	
		2030	ACFX 79398	T	1980	11/01/92	10/31/97	
		2030	ACFX 79399	T	1980	11/01/92	10/31/97	
		2030	ACFX 79400	T	1980	11/01/92	10/31/97	
		2030	ACFX 79401	T	1980	11/01/92	10/31/97	
		2030	ACFX 79402	T	1980	11/01/92	10/31/97	
		2030	ACFX 79403	T	1980	11/01/92	10/31/97	
		2030	ACFX 79404	T	1980	11/01/92	10/31/97	
		2030	ACFX 79405	T	1980	11/01/92	10/31/97	
		2030	ACFX 79406	T	1980	11/01/92	10/31/97	
		2030	ACFX 79407	T	1980	11/01/92	10/31/97	
		2030	ACFX 79408	T	1980	11/01/92	10/31/97	
		2030	ACFX 79409	T	1980	11/01/92	10/31/97	
		2030	ACFX 79410	T	1980	11/01/92	10/31/97	
		2030	ACFX 79411	T	1980	11/01/92	10/31/97	
		2030	ACFX 79412	T	1980	11/01/92	10/31/97	
230GRAIN PROCESSING CORP		2081	ACFX 79426	T	1980	01/01/91	12/31/95	
282ON TRACK RAILCAR SERVICES		2081	ACFX 79427	T	1980	01/01/91	12/31/95	
		2081	ACFX 79428	T	1980	01/01/91	12/31/95	
		2081	ACFX 79429	T	1980	01/01/91	12/31/95	
		2081	ACFX 79430	T	1980	01/01/91	12/31/95	
		2081	ACFX 79431	T	1981	01/01/91	12/31/95	
		2081	ACFX 79432	T	1980	01/01/91	12/31/95	
		2081	ACFX 79433	T	1981	01/01/91	12/31/95	
		2081	ACFX 79434	T	1981	01/01/91	12/31/95	

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
282 ON TRACK RAILCAR SERVICES								
283IBP INC.								
		2081	ACFX 79435	T	1981	01/01/91	12/31/95	10
		2116	ACFX 79594	T	1981	02/01/92	01/31/97	
		2116	ACFX 79595	T	1981	02/01/92	01/31/97	
		2116	ACFX 79596	T	1981	02/01/92	01/31/97	
		2116	ACFX 79597	T	1981	02/01/92	01/31/97	
		2116	ACFX 79598	T	1981	02/01/92	01/31/97	
		2116	ACFX 79599	T	1981	02/01/92	01/31/97	
		2116	ACFX 79600	T	1981	02/01/92	01/31/97	
		2116	ACFX 79601	T	1981	02/01/92	01/31/97	
		2116	ACFX 79602	T	1981	02/01/92	01/31/97	
		2116	ACFX 79603	T	1981	02/01/92	01/31/97	
		2116	ACFX 79606	T	1981	02/01/92	01/31/97	
		2116	ACFX 79607	T	1981	02/01/92	01/31/97	
		6291	ACFX 75533	T	1981	03/01/95	02/28/98	
		6291	ACFX 75536	T	1981	03/01/95	02/28/98	
283IBP INC.								
397MISSISSIPPI LIME COMPANY								
		5733	ACFX 27323	H	1981	09/01/92	08/31/97	
		5733	ACFX 27330	H	1981	09/01/92	08/31/97	
		5733	ACFX 27333	H	1981	09/01/92	08/31/97	
		5733	ACFX 27334	H	1981	09/01/92	08/31/97	
		5733	ACFX 27336	H	1981	09/01/92	08/31/97	
		5733	ACFX 27337	H	1981	09/01/92	08/31/97	
		5733	ACFX 27339	H	1981	09/01/92	08/31/97	
		5733	ACFX 27341	H	1981	09/01/92	08/31/97	
		5733	ACFX 27342	H	1981	09/01/92	08/31/97	
		5733	ACFX 27343	H	1981	09/01/92	08/31/97	
		5733	ACFX 27345	H	1981	09/01/92	08/31/97	
		5733	ACFX 27346	H	1981	09/01/92	08/31/97	
		5733	ACFX 27347	H	1981	09/01/92	08/31/97	
		5733	ACFX 27348	H	1981	09/01/92	08/31/97	
		5733	ACFX 27350	H	1981	09/01/92	08/31/97	
		5733	ACFX 27351	H	1981	09/01/92	08/31/97	
		5733	ACFX 49975	H	1981	09/01/92	08/31/97	
		5733	ACFX 49982	H	1981	09/01/92	08/31/97	
		5733	ACFX 49984	H	1981	09/01/92	08/31/97	
		5733	ACFX 49985	H	1981	09/01/92	08/31/97	
		5733	ACFX 49992	H	1981	09/01/92	08/31/97	
		5733	ACFX 49995	H	1981	09/01/92	08/31/97	
		5874	ACFX 27385	H	1981	07/01/93	06/30/98	

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS	
455PHILLIPS PETROLEUM COMPANY									
484HUNTSMAN CORPORATION									
4843		4843	ACFX 79450	T	1981	08/01/93	06/30/98	14	
4843		4843	ACFX 79575	T	1981	08/01/93	06/30/98		
4843		4843	ACFX 79577	T	1981	08/01/93	06/30/98		
4843		4843	ACFX 79578	T	1981	08/01/93	06/30/98		
4843		4843	ACFX 79579	T	1981	08/01/93	06/30/98		
4843		4843	ACFX 79582	T	1981	08/01/93	06/30/98		
4843		4843	ACFX 79584	T	1981	08/01/93	06/30/98		
4843		4843	ACFX 79585	T	1981	08/01/93	06/30/98		
484HUNTSMAN CORPORATION									
496RUBICON CHEMICALS INC.									
2314		2314	ACFX 75502	T	1981	03/01/91	02/29/96		8
2314		2314	ACFX 75503	T	1981	03/01/91	02/29/96		
2314		2314	ACFX 75505	T	1981	03/01/91	02/29/96		
2314		2314	ACFX 75506	T	1981	03/01/91	02/29/96		
2314		2314	ACFX 75507	T	1981	03/01/91	02/29/96		
2314		2314	ACFX 75508	T	1981	03/01/91	02/29/96		
2314		2314	ACFX 75509	T	1981	03/01/91	02/29/96		
2314		2314	ACFX 75510	T	1981	03/01/91	02/29/96		
2314		2314	ACFX 75511	T	1981	03/01/91	02/29/96		
2314		2314	ACFX 75512	T	1981	03/01/91	02/29/96		
2314		2314	ACFX 75513	T	1981	03/01/91	02/29/96		
2314		2314	ACFX 75514	T	1981	03/01/91	02/29/96		
2314		2314	ACFX 75515	T	1981	03/01/91	02/29/96		
2314		2314	ACFX 75516	T	1981	03/01/91	02/29/96		
496RUBICON CHEMICALS INC.									
586THEIE KAOLIN COMPANY									
1957		1957	ACFX 79259	T	1980	11/01/90	10/31/95	19	
1957		1957	ACFX 79260	T	1980	11/01/90	10/31/95		
1957		1957	ACFX 79261	T	1980	11/01/90	10/31/95		
1957		1957	ACFX 79262	T	1980	11/01/90	10/31/95		
1957		1957	ACFX 79262	T	1980	11/01/90	10/31/95		

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LESSEE CODE	LESSEE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	586 THIELE KAOLIN COMPANY	1957	ACFX 79263	T	1980	11/01/90	10/31/95	
	586 THIELE KAOLIN COMPANY	1957	ACFX 79264	T	1980	11/01/90	10/31/95	
	586 THIELE KAOLIN COMPANY	1957	ACFX 79265	T	1980	11/01/90	10/31/95	
	586 THIELE KAOLIN COMPANY	1957	ACFX 79266	T	1980	11/01/90	10/31/95	
	586 THIELE KAOLIN COMPANY	1957	ACFX 79267	T	1980	11/01/90	10/31/95	
	586 THIELE KAOLIN COMPANY	1957	ACFX 79268	T	1980	11/01/90	10/31/95	
	586 THIELE KAOLIN COMPANY	1957	ACFX 79269	T	1980	11/01/90	10/31/95	
	586 THIELE KAOLIN COMPANY	1957	ACFX 79270	T	1980	11/01/90	10/31/95	
	586 THIELE KAOLIN COMPANY	1957	ACFX 79271	T	1980	11/01/90	10/31/95	
	586 THIELE KAOLIN COMPANY	5482	ACFX 79446	T	1981	02/01/91	01/31/96	13
	586 THIELE KAOLIN COMPANY	5482	ACFX 79448	T	1981	02/01/91	01/31/96	
	586 THIELE KAOLIN COMPANY	5482	ACFX 79460	T	1981	02/01/91	01/31/96	
	586 THIELE KAOLIN COMPANY	5482	ACFX 79464	T	1981	02/01/91	01/31/96	
	586 THIELE KAOLIN COMPANY	5482	ACFX 79469	T	1981	02/01/91	01/31/96	
	586 THIELE KAOLIN COMPANY	5482	ACFX 79470	T	1981	02/01/91	01/31/96	
	586 THIELE KAOLIN COMPANY	5482	ACFX 79478	T	1981	02/01/91	01/31/96	
	586 THIELE KAOLIN COMPANY	5482	ACFX 79490	T	1981	02/01/91	01/31/96	
	586 THIELE KAOLIN COMPANY	5482	ACFX 79501	T	1981	02/01/91	01/31/96	
	586 THIELE KAOLIN COMPANY	5482	ACFX 79516	T	1981	02/01/91	01/31/96	
	586 THIELE KAOLIN COMPANY	5482	ACFX 79517	T	1981	02/01/91	01/31/96	
	586 THIELE KAOLIN COMPANY	5482	ACFX 79521	T	1981	02/01/91	01/31/96	
	663 WILSEY FOODS, INC.	68740143	ACFX 75173	T	1980	01/01/93	12/31/97	12
	663 WILSEY FOODS, INC.	68740143	ACFX 75174	T	1980	01/01/93	12/31/97	
	663 WILSEY FOODS, INC.	68740143	ACFX 75175	T	1980	01/01/93	12/31/97	
	663 WILSEY FOODS, INC.	68740143	ACFX 75176	T	1980	01/01/93	12/31/97	
	663 WILSEY FOODS, INC.	68740143	ACFX 75177	T	1980	01/01/93	12/31/97	
	663 WILSEY FOODS, INC.	68740143	ACFX 75178	T	1980	01/01/93	12/31/97	
	663 WILSEY FOODS, INC.	68740143	ACFX 75179	T	1980	01/01/93	12/31/97	
	663 WILSEY FOODS, INC.	68740143	ACFX 75180	T	1980	01/01/93	12/31/97	
	667 WITCO CORPORATION	5496	ACFX 79416	T	1981	11/01/90	10/31/95	8
	667 WITCO CORPORATION	5496	ACFX 79418	T	1981	11/01/90	10/31/95	
	667 WITCO CORPORATION	5496	ACFX 79419	T	1981	11/01/90	10/31/95	
	667 WITCO CORPORATION	5496	ACFX 79420	T	1981	11/01/90	10/31/95	
	667 WITCO CORPORATION	5496	ACFX 79421	T	1981	11/01/90	10/31/95	
	667 WITCO CORPORATION	5496	ACFX 79422	T	1981	11/01/90	10/31/95	
	667 WITCO CORPORATION	5496	ACFX 79423	T	1981	11/01/90	10/31/95	
	667 WITCO CORPORATION	5496	ACFX 79424	T	1981	11/01/90	10/31/95	

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LESSEE CODE	CONTRACT/ RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
1024CALLUMET LUBRICANTS COMPANY	5496	ACFX 79425	T	1981	11/01/90	10/31/95	9
1033CYPBUS FOOTE MINERAL COMPANY	5975	ACFX 75102	T	1980	01/01/94	12/31/96	1
1033CYPBUS FOOTE MINERAL COMPAN							
1039BAKE RITE FOODS, INC.	4893	ACFX 79573	T	1981	04/01/93	03/31/98	1
1039BAKE RITE FOODS, INC.							
1210DRY BRANCH KAOLIN COMPANY	2013	ACFX 59477	H	1981	07/01/93	06/30/98	
	2013	ACFX 59478	H	1981	07/01/93	06/30/98	
	2013	ACFX 59479	H	1981	07/01/93	06/30/98	
	2013	ACFX 59480	H	1981	07/01/93	06/30/98	
	2013	ACFX 59481	H	1981	07/01/93	06/30/98	
	2013	ACFX 59482	H	1981	07/01/93	06/30/98	
	2013	ACFX 59483	H	1981	07/01/93	06/30/98	
	2013	ACFX 59484	H	1981	07/01/93	06/30/98	
	2013	ACFX 59485	H	1981	07/01/93	06/30/98	
	2013	ACFX 59486	H	1981	07/01/93	06/30/98	
	5529	ACFX 49778	H	1981	06/01/93	05/31/98	
	5529	ACFX 49779	H	1981	06/01/93	05/31/98	
	5529	ACFX 49780	H	1981	06/01/93	05/31/98	
	5529	ACFX 49781	H	1981	06/01/93	05/31/98	
	5529	ACFX 49787	H	1981	06/01/93	05/31/98	
	5529	ACFX 49790	H	1981	06/01/93	05/31/98	
	5529	ACFX 49792	H	1981	06/01/93	05/31/98	
	5529	ACFX 49794	H	1981	06/01/93	05/31/98	
	5529	ACFX 49817	H	1980	06/01/93	05/31/98	
	5529	ACFX 49818	H	1980	06/01/93	05/31/98	
	5529	ACFX 49819	H	1980	06/01/93	05/31/98	
	5529	ACFX 49820	H	1980	06/01/93	05/31/98	
	5529	ACFX 49821	H	1980	06/01/93	05/31/98	
	5529	ACFX 49829	H	1980	06/01/93	05/31/98	
1210DRY BRANCH KAOLIN COMPANY							24
TOTAL							288